

STATE OF WASHINGTON  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
SECURITIES DIVISION

IN THE MATTER OF DETERMINING

Whether there has been a violation of  
the Securities Act of Washington by:

U.S. EMERALD ENERGY COMPANY, INC.;  
EDWARD A. BENSON; their employees and agents,  
Respondents.

SDO - 25 - 99

CONSENT AGREEMENT

Case No. 98-11-356

THE STATE OF WASHINGTON TO: U.S. EMERALD ENERGY COMPANY, INC.  
and EDWARD A. BENSON

Pursuant to the Securities Act of Washington, the Securities Division, Department of Financial Institutions,  
State of Washington ("Securities Division"), U.S. Emerald Energy Company ("U.S. Emerald"), and Edward A.  
Benson ("Benson"), do hereby enter into this Consent Agreement in settlement of the matters alleged herein.  
Respondents U.S. Emerald and Benson neither admit nor deny the Allegations as set forth below.

**ALLEGATIONS**

**I. RESPONDENTS**

1. U.S. Emerald Energy Company, Inc. ("U.S. Emerald") is a Texas Corporation with its principal place of  
business located at 12941 I-45 N., Suite 516, Houston, Texas 77060.
2. U.S. Emerald acts as the joint venture manager for the West Roeder Joint Venture ("Joint Venture").
3. U.S. Emerald is not currently registered to offer and sell its securities in the State of Washington, has not  
previously been so registered, and no notification of claim of exemption for offers is on file with the Securities  
Administrator of the State of Washington.
4. Edward A. Benson ("Benson") is employed by U.S. Emerald as an Oil & Gas Consultant, and has  
promoted and offered interests in the West Roeder Joint Venture.

CONSENT AGREEMENT

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DEPARTMENT OF FINANCIAL INSTITUTIONS  
Securities Division  
PO Box 9033  
Olympia, WA 98507-9033  
360-902-8760



1 3. IT IS AGREED that U.S. Emerald will report to the Securities Division any and all future sales of  
2 investments to Washington residents, regardless of whether U.S. Emerald believes such investments may not constitute  
3 securities.

4 4. IT IS AGREED that Edward Benson and his employees and agents shall not violate RCW 21.20.040, the  
5 section of the Securities Act requiring securities salesperson and broker-dealer registration.

6 5. IT IS AGREED that U.S. Emerald will reimburse the Securities Division \$500 for its costs of the  
7 investigation.

8 6. IT IS AGREED that U.S. Emerald and Edward Benson each waive their right to a hearing in this matter.

9 7. IT IS AGREED that the Securities Division has jurisdiction to enter this Consent Agreement.

10  
11 \_\_\_\_\_  
U.S. Emerald Energy Company, Inc. Date

11 \_\_\_\_\_  
Edward A. Benson Date

12 By: \_\_\_\_\_  
13 (Print name and title)

14  
15  
16 DATED this \_\_\_\_ day of \_\_\_\_\_, 1999.

17  
18 \_\_\_\_\_  
19 DEBORAH R. BORTNER  
20 Securities Administrator

21 Approved by:

21 Presented by:

22  
23 \_\_\_\_\_  
24 Michael E. Stevenson  
Chief of Compliance

23 \_\_\_\_\_  
24 Paul S. Ocampo  
Staff Attorney

25 CONSENT AGREEMENT